

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

LOUISIANA MUNICIPAL POLICE
EMPLOYEES RETIREMENT SYSTEM,
Individually on Behalf of Itself and All
Others Similarly Situated,

Plaintiff,

v.

ALTERRA CAPITAL HOLDINGS
LIMITED, W. MARSTON BECKER,
MICHAEL O'REILLY, JAMES D. CAREY,
MERYL D. HARTZBAND, WILLIS T.
KING, JR., JAMES L. ZECH, MARIO P.
TORSIELLO, K. BRUCE CONNELL,
JAMES H. MACNAUGHTON, W.
THOMAS FORRESTER, STEPHAN F.
NEWHOUSE, ANDREW H. RUSH,
MARKEL CORPORATION, and
COMMONWEALTH MERGER
SUBSIDIARY LIMITED,

Defendants.

: Case No. 1:13-cv-00933-ALC-HBP

: CLASS ACTION

: ECF CASE

: **PLAINTIFF'S MOTION FOR (1)**
: **FINAL APPROVAL OF**
: **SETTLEMENT; (2) CERTIFICATION**
: **OF SETTLEMENT CLASS AND (3)**
: **APPROVAL OF REQUEST FOR AN**
: **AWARD OF ATTORNEYS' FEES AND**
: **EXPENSES**

Pursuant to Fed. R. Civ. P. 23(a), 23(b)(1), 23(b)(2) 23(e) and 23(h), Lead Plaintiff, Louisiana Municipal Police Employees Retirement System ("Plaintiff"), individually and on behalf of the Class conditionally certified by this Court's August 5, 2013 Preliminary Approval Order and Stay (the "Preliminary Approval Order"), by and through counsel appointed by the Preliminary Approval Order ("Lead Plaintiffs' Counsel"), moves for an order granting (1) final approval of the Settlement, pursuant to the Stipulation of Settlement filed with the Court on June 26, 2013 (the "Stipulation")¹; (2) final certification of the Class conditionally certified by the

¹ The Stipulation is attached as Exhibit 1A to the Declaration of Eric J. O'Bell in Support of Plaintiff's Motion For (1) Final Approval of Settlement; (2) Certification of Settlement Class and (3) Approval of Request for an Award of Attorneys' Fees and Expenses (the "EJO Decl.") filed herewith.

Preliminary Approval Order in connection with the proposed Settlement (the “Settlement”) of this action (the “Action”); and (3) approval of an award of attorneys’ fees and expenses in the aggregate amount of \$340,000.00 for the services that Lead Plaintiff’s Counsel rendered in the successful prosecution and settlement of the Action (the “Fee and Expense Award”).

In accordance with the terms and conditions of the Stipulation, the Court should certify, for settlement purposes only, a non-opt-out class of any and all record holders and beneficial owners of any share(s) of Common Stock who held any such share(s) at any time during the period beginning on and including December 19, 2012, through and including May 1, 2013, including any of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns or transferees, immediate and remote, and any Person acting for or on behalf of, or claiming under, any of them, and each of them, together with their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees, but excluding the Defendants and their respective immediate family members, directors, partners, direct or indirect parent or subsidiary entities, and any other Person over whom or which any Defendant exercises sole or exclusive control (the “Class”).

The proposed Class satisfies the requirements of Rule 23(a) in that “(1) the class is so numerous that joinder of all members is impracticable; (2) there are questions of law or fact common to the class; (3) the claims or defenses of the representative re typical of the claims or defenses of the class; and (4) the representative parties will fairly and adequately protect the interests of the class.” Fed. R. Civ. P. 23(a). The proposed Class may be maintained under Rule 23(b)(1)(A) because separate actions by individual Class members would subject Defendants to

inconsistent or varying adjudications with respect to individual Class members, and under Rule 23(b)(2) because Defendants have acted on grounds that apply generally to the Class, and final injunctive or declaratory relief is appropriate with respect to the Class as a whole.

On or around August 26, 2013, the Notice, which set forth the terms of the Settlement, the Class members' rights to object to the Settlement, and the date and time of the Final Approval Hearing, was disseminated to the individual shareholders, brokerage firms, and financial institutions. The deadline of filing objections to the Settlement is October 15, 2013. As of the date of the filing of the instant Motion, no objections have been filed.

The proposed Settlement is fair, reasonable and adequate. Fed. R. Civ. P. 23(e). Plaintiff respectfully submits that the Settlement should be granted final approval for all the reasons set forth in its Memorandum of Law in Support filed herewith with the Court.

Finally, Plaintiff respectfully submits that the agreed upon award of attorneys' fees and expenses should be granted for all the reasons set forth in its Memorandum of Law in Support filed herewith with the Court.

A proposed form of Final Approval Order is submitted for the Court's consideration and attached hereto.

Dated: October 10, 2013

Respectfully submitted:

GLANCY BINKOW & GOLDBERG, LLP

/s/ Brian P. Murray
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Proposed Co-Lead Counsel for the Class

AFFIRMATION OF SERVICE

I am an attorney admitted to practice in this district. Under penalty of perjury, I declare that on October 10, 2013, a copy of the foregoing document was served upon the parties listed below by ECF, email, and/or overnight courier

/s/ Gregory B. Linkh

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